

UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA

UNITED STATES OF AMERICA and
the STATE OF OKLAHOMA,

Plaintiffs,

v.

C.A. No. 5:06-CV-00887-C

Judge Robin Cauthron

1. Union Pacific Railroad Company
2. Affiliated Foods, Inc.
3. AGCO Corporation
4. Air Liquide Electronics U.S., LP
5. Amarillo Gear Company
6. American Financial Group
7. Americold Realty Trust
8. APAC Kansas, Inc.
9. Arkema Inc.
10. AS America, Inc.
11. ATC Technology Corporation
12. Atmos Energy Corporation
(successor in interest to
TXU Gas Company)
13. Aubrey Chevrolet
14. Autco, Inc.
15. Automobiles of Italy
16. Avis Rent A Car System, Inc.
17. B&M Oil Co., Inc.
18. Badgett Steam Lubricator Corp.
19. BAE Systems Resolution Inc.
f/k/a Stewart & Stevenson
Services, Inc.
20. Baker Hughes Incorporated
21. Baldor Electric Company
22. Balon Corporation
23. Battison Motors, Inc.
24. Ben E. Keith Company
25. Billingsley Ford, Inc.
26. Billy M. Arnold, Inc.
27. Board of County Commissioners

FILED

OCT 8 2010

ROBERT D. DENNIS, CLERK
U.S. DIST. COURT, WESTERN DIST. OKLA.
BY _____, DEPUTY

- of the County of Blaine,)
- Oklahoma)
- 28. Board of County Commissioners)
- of the County of Oklahoma)
- 29. Bob Maloney Ford-Mercury, Inc.)
- 30. Bob Moore Auto Group, LLC)
- 31. Bob Tomes Ford, Inc.)
- 32. Boeckman Ford, Inc.)
- 33. Brad Fenton, Inc.)
- 34. Breeden Dodge, Inc.)
- 35. Brenntag Southwest, Inc.)
- 36. Bright Truck Leasing, L.P.)
- 37. Brown Automotive Group L.P.)
- d/b/a Brown Pontiac GMC Buick)
- 38. Brown Automotive Group L.P.)
- d/b/a Southwest Honda)
- 39. Bruckner Truck Sales Inc.)
- 40. Brunner & Lay Inc.)
- 41. Cargill, Incorporated)
- 42. Carco Rentals, Inc.)
- 43. Cascade Die Casting Group, Inc.)
- 44. Chapman Construction Co., L.P.)
- 45. Chris Nikel's Autohaus, Inc.)
- 46. CIA Machinery, Inc.)
- 47. City of Ardmore, Oklahoma)
- 48. City of Broken Arrow, Oklahoma)
- 49. City of Del City, Oklahoma)
- 50. City of Denton, Texas)
- 51. City of Derby, Kansas)
- 52. City of Euless, Texas)
- 53. City of Farmers Branch, Texas)
- 54. City of Hurst, Texas)
- 55. City of Kingman, Kansas)
- 56. City of Lubbock, Texas)
- 57. City of Mesquite, Texas)
- 58. City of Moore, Oklahoma)
- 59. City of Muskogee, Oklahoma)
- 60. City of North Richland Hills, Texas)
- 61. City of Stillwater, Oklahoma)
- 62. Clarence L. Boyd, Inc.)
- 63. Coach USA, Inc. d/b/a Sporrان KBUSCO))
- 64. Coca-Cola Enterprises Inc.)
- 65. ConAgra Foods, Inc.)

66. Cox Communications, Inc.)
67. Crash Rescue Equipment Service,)
Incorporated)
68. Crawford & Bargas, Inc.)
69. CTS Corporation)
70. Cutrell Trucking Company, Inc.)
71. D.H. Blattner & Sons, Inc.)
72. Dalhart Consumers Fuel Association, Inc.)
73. Dallas County Schools)
74. Darling International Inc.)
75. DeFehr Implement Incorporated)
76. Delp, Inc.)
77. Dobrinski Chevrolet Pontiac Buick)
78. Doenges Toyota Ford Lincoln Mercury)
79. Don Davis Auto Group, Inc.)
80. Donohue Holdings, Inc.,)
formerly Big Red Sports/Imports,)
Inc.)
81. Double Eagle Refining Company)
82. Duit Construction Co., Inc.)
83. Dunn Ford Company)
84. Eagle Imports, L.P.)
d/b/a John Eagle Honda and)
John Eagle Lincoln-Mercury, LLP)
85. East Texas Mack Sales L.L.C.)
86. East Tulsa Dodge, Inc.)
87. England Ford, Inc.)
88. Exxon Mobil Corporation)
89. Federal Express Corporation)
90. Flowers Foods, Inc.,)
on behalf of Flowers Frozen)
Desserts of Stillwell, LLC)
91. Floyd Traylor Motor Co.)
92. Ford Investment Enterprises Corp.,)
Successor-in-Interest to Doenges)
Bros. Ford, Inc., Jim Nelson)
Ford, Inc., and Turnpike Ford, Inc.)
93. Fronk Oil Co., Inc.)
94. Frontier Chevrolet, Inc.)
95. Frontier International Trucks, Inc.)
96. Frozen Food Express Industries, Inc.)
97. Gardner Denver, Inc.)
98. GEA Rainey Corporation)

99. Gene Huggins Enterprises, Inc.,)
d/b/a Huggins Mitsubishi)
100. Gene Smith, Inc.)
101. George Nunnally Chevrolet, Inc.)
102. Geotrace Technologies, Inc.)
103. Goddard Ready Mix Concrete, Inc.)
104. Golden Spread Redi-Mix, Inc.)
105. Goodpasture, Ltd.)
106. Graff Chevrolet)
107. Greenleaf Nursery Co.)
108. Griffith Motor Company)
109. GTE Southwest Incorporated,)
d/b/a Verizon Southwest)
110. Guardian Industries Corp.)
111. Gulf State Supply LLC)
112. Hagan Tractor Parts, Inc.)
113. Harland McClaskey, as Owner of)
Harland's Diesel Service, Inc.)
114. Harry Robinson Buick-GMC, Inc.)
115. Harvey's, Inc.)
116. Haskell-Lemon Construction Co.)
117. Heartland Chevrolet, formerly)
John Gibbs Motor Company, Inc.)
118. Heartland Express, Inc.)
119. Hesselbein Tire Co., Inc.)
120. Hickory Springs Manufacturing Company))
121. Hill Country Chevrolet-Toyota Co.)
122. HJG Trucking Company, Inc.)
123. Hoffmeier, Inc.)
124. Holmes Construction Co., L.P.)
125. Hondura, Inc.)
126. Huffines Dodge Lewisville, Inc.)
127. Hulcher Services, Inc.)
128. Hydro Aluminum North America, Inc.)
129. Independent Foreign Car Repair)
130. Independent School District No. 29 of)
Cleveland County, Oklahoma)
131. Independent School District No. 52 of)
Oklahoma County, Oklahoma,)
also known as the Midwest City-)
Del City Public Schools)
132. Industrial Diesel, Inc.)
133. Industrial Vehicles International, Inc.)

134. Ingersoll-Rand Company)
135. Iowa 80 Group, Inc.)
136. J.B. Hunt Transport, Inc.)
137. J.M. Huber Corporation)
138. Jackie Cooper Imports, LLC)
139. Jantz Implement, Inc.)
140. Jensen's Inc.)
141. Jim Norton Buick, Inc.)
142. Johnson's of Kingfisher, Inc.)
143. Jones Motorcars Inc.)
144. Kansas Turnpike Authority)
145. Kennedy Tire & Auto Service, Inc.)
146. Ken's Tire & Auto Service, Inc.)
147. Kent Chevrolet, Cadillac, Inc.)
148. Cameron L. Kerran)
149. Michael Kerran)
150. Keystone Chevrolet, Inc.)
151. Keystone Equipment Company, Inc.)
152. Kimberly-Clark Corporation,)
- Successor In Interest to)
- Scott Paper Company)
153. Kingfisher County, Oklahoma)
154. Kwikset Corporation)
155. Lafarge Building Materials Inc.)
156. Lakeside Chevrolet Company, Ltd.)
157. Lamb County Electric Cooperative, Inc.)
158. Lasko Products, Inc.)
159. LB Smith, Inc.)
160. Lift Truck Center, Inc.)
161. Lorenz, Inc.)
162. Lowe's Home Centers, Inc.)
163. Lowry Chevrolet, Inc.)
164. Lufkin Industries, Inc.)
165. Mack Truck Sales of Tulsa, Inc.)
166. Mack Trucks, Inc.)
167. Martin K. Eby Construction Co., Inc.)
168. McCorkle Truck Line, Inc.)
169. McElroy Manufacturing, Inc.)
170. McKee Foods Corporation)
171. McKesson Corporation)
172. McKinney Automotive Limited Partnership))
173. Metzeler Automotive Profile)
- Systems of Oklahoma, Inc.)

174. Mid-Continent Concrete Company, Inc.,)
f/k/a The Hardesty Co., Inc.)
175. Mid-Continent Thermo King, Inc.)
176. Mid-Kansas Cooperative Association)
177. Midwesco Industries, Inc.)
178. Midwest Corporate Aviation, Inc.)
179. Mike Garrett Chevrolet, Inc.)
180. Milo Gordon Inc.)
181. Moritz Partners, L.P.)
182. Muskogee Bridge Co., Inc.)
183. Musser Motors, Inc.)
184. Navistar, Inc.)
185. Nestlé Holdings, Inc.)
186. Newell Rubbermaid Inc.)
187. Nine-Eleven Enterprises, Inc.)
188. Northwest Tire Service Inc.)
189. Oakley Pontiac-Buick, Inc.)
190. Oil States Industries, Inc.)
191. ONEOK, Inc.)
192. Owen R. Thomas, Inc.)
193. Parker Lube, Inc.)
194. Paul Penley Oil Co., Inc.)
195. People's Electric Cooperative)
196. Phoenix Transmission)
197. Plano Independent School District)
198. Preformed Line Products Company)
199. Putnam Lincoln-Mercury, Inc.)
200. Radioshack Corporation)
201. Range Oil Company, Inc.)
202. Reed Beidler)
203. Reher Morrison Racing Engines, Inc.)
204. Republic Services, Inc.)
205. Rick Jones Buick GMC Inc.,)
f/k/a Rick Jones Pontiac)
Buick & GMC, Inc.)
206. Roberts Truck Center of Oklahoma, LLC)
and H.D. Copeland International)
Trucks, Inc.)
207. Ron Shirley Pontiac Buick GMC, Inc.)
208. Ruan Logistics Corporation)
209. Safeway Inc.)
210. Sammons BW, Inc.)
211. Sara Lee Corporation)

- 212. Sasol North America, Inc.)
- 213. Schwarz Ready Mix Inc.)
- 214. Scoggin-Dickey Chevrolet-Buick, Inc.)
- 215. Service Automall, Inc.)
- 216. Settco, Inc.)
- 217. Shep Chevrolet Inc.)
- 218. Shipley Motor Equipment Company)
- 219. Sinclair Oil Corporation)
- 220. Six Flags Over Texas, Inc.)
- 221. Smith Automotive, Inc.)
- 222. Smith Chevrolet Cadillac Company)
- 223. Sooner Lift, Inc.)
- 224. Southern Material Handling Company)
- 225. Southern Star Central Gas Pipeline, Inc.)
- 226. Southside Dodge Sales, Inc.)
- 227. Southwest Auction Co. Inc.)
- 228. Southwestern Baptist Theological Seminary)
- 229. Southwestern Petroleum Corporation)
- 230. Spartan Aviation Industries, Inc.)
- 231. Spider Webb Farm Implements, Inc.)
- 232. Stovall Corporation)
- 233. Stuart Pontiac-Cadillac, Inc.)
- 234. Suburban Motors, Inc.)
- 235. Sullivan's Trucking Company, Inc.)
- 236. Superior Ford, Inc.)
- 237. Superior Industries International, Inc.)
- 238. Sysco Denver, Inc.,)
a subsidiary of Sysco Corporation)
- 239. TDY Industries, Inc.)
- 240. TEFS Holding L.P.)
- 241. Terracon Consultants, Inc.)
- 242. Terry Miller Pontiac Buick GMC Truck, Inc.)
- 243. Testers, Inc.)
- 244. Texas Industries, Inc.)
- 245. The Clorox Company)
- 246. The Kansas City Southern)
Railway Company)
- 247. The Bradbury Co., Inc.)
- 248. The Lane Construction Corporation)
- 249. Thomas Cadillac, Inc.)
- 250. Trane, Inc.)
- 251. Trinity Industries, Inc.)
- 252. Trowell & Turner Automotive, Inc.)

- 253. Trucks for You, Inc.)
 - 254. Tulsa Recycle & Transfer, Inc.)
 - 255. Turner Bros., LLC)
 - 256. United Industries Corporation,)
a Delaware Corporation d/b/a)
Spectrum Brands, d/b/a Chemisco,)
Inc., f/k/a Chemisco, Inc.)
 - 257. U.S. Foodservice, Inc.)
 - 258. United Rentals, Inc.)
 - 259. United Technologies Corporation and its)
subsidiary, Carrier Corporation)
 - 260. W&W Steel Company / W&W Steel, LLC)
 - 261. Wagner Buick, Inc.)
 - 262. Walz, Harman & Huffman Construction, Inc.)
 - 263. Warren Power & Machinery, Inc.)
 - 264. Waste Management of Arkansas, Inc.)
 - 265. Waste Management of Oklahoma, Inc.)
 - 266. Waste Oil Service Company)
 - 267. Waukesha Pearce Industries, Inc.)
 - 268. Wayne Eidson Chevrolet-Oldsmobile-)
Buick-Pontiac, Inc.)
 - 269. Webb Wheel Products, Inc.)
 - 270. Western Auto Supply Company)
 - 271. Western Technology Center)
 - 272. Weyerhaeuser Company)
 - 273. Wilmes Superstore, Inc.)
 - 274. Wilson Chevrolet, Inc.)
 - 275. WNA Cups Illustrated, Inc.)
 - 276. Wood Motor Company, Inc.)
 - 277. Yellowhouse Machinery Co.)
-

FIRST AMENDED COMPLAINT

The United States of America, on behalf of the United States Environmental Protection Agency ("EPA") and the Department of the Interior, and the State of Oklahoma, on behalf of the Oklahoma Department of Environmental Quality and the Oklahoma Secretary of the Environment, allege as follows:

STATEMENT OF THE CASE

1. The United States and the State of Oklahoma bring this civil action under Sections 107 and 113 of the Comprehensive Environmental Response, Compensation, and Liability Act of 1980, as amended (“CERCLA”), 42 U.S.C. §§ 9607 and 9613, and Title 27A O.S. §§1-2-101, 1-3-101, and 2-3-101 for recovery of response costs they have incurred, damages to natural resources, and declaratory relief as a result of releases or threatened releases of hazardous substances at the Double Eagle Superfund Site (the “Site”) located in Oklahoma City, Oklahoma.

DEFENDANTS

2. The defendants listed in Appendix A owned and operated a waste oil refinery, Double Eagle Refining Company, at the Site from approximately 1929 until 1988. The Site is located in this judicial district in the State of Oklahoma. Each of these defendants is a “person” within the meaning of Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

3. The defendants listed in Appendix B sent used waste oil to the Site for disposal. Each of these defendants is a “person” within the meaning of Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

4. Defendant Union Pacific Railroad Company (“Union Pacific”) is the successor to a company that owned the Site at a time when wastes were disposed at the Site. Union Pacific is a “person” within the meaning of Section 101(21) of CERCLA, 42 U.S.C. § 9601(21).

JURISDICTION AND VENUE

5. This Court has jurisdiction over the subject matter of this action and the parties thereto pursuant to 28 U.S.C. §§ 1331 and 1345, and Sections 107(a) and 113(b) of CERCLA, 42 U.S.C. §§ 9607(a) and 9613(b).

6. Pursuant to 28 U.S.C. § 1391(b) and Sections 107 and 113(b) of CERCLA, 42 U.S.C. §§ 9607 and 9613(b), venue is proper in this judicial district because the releases or threatened releases of hazardous substances that gave rise to this claim occurred in this district and because the Site is located in the Western District of Oklahoma.

7. The State of Oklahoma, on behalf of the Oklahoma Department of Environmental Quality (ODEQ), has authority to bring this action under Section 107 of CERCLA, 42 U.S.C. §9607, and Sections 1-3-101(B) and 2-3-101 of Title 27A of the Oklahoma Statutes, as the ODEQ is the official agency of the State of Oklahoma with regard to hazardous materials and Superfund sites.

8. The State of Oklahoma, on behalf of the Oklahoma Secretary of the Environment, has authority to bring this action pursuant to Section 107 of CERCLA, 42 U.S.C. §9607, 40 C.F.R. §300.600 and Section 1-2-101 of Title 27A of the Oklahoma

Statutes which designates the Secretary of the Environment as the trustee for natural resources for those claims arising under CERCLA.

FACTUAL ALLEGATIONS

9. The Double Eagle Superfund Site ("the Site") is comprised of approximately 8 acres of land and is located at 301 N. Rhode Island Avenue/1900 N.E. First Street, near the intersection of Martin Luther King and Reno Street in Oklahoma City, Oklahoma.

10. Missouri Kansas Texas Railroad Company ("MKT") owned the Site from approximately 1924 to 1972 and leased the property to Double Eagle Refining Company for operation of a waste oil re-refining facility.

11. MKT was merged into Missouri Pacific Railroad in 1989 and Missouri Pacific was merged into Union Pacific Corporation ("Union Pacific"), a/k/a Union Pacific Railroad Company, a Delaware corporation, in about 2003. Union Pacific is a successor to MKT's and Missouri Pacific's liabilities in connection with the Site.

12. The defendants listed in Appendix A owned and operated a waste oil refinery, Double Eagle Refining Company, at the Site from approximately 1929 until 1988.

13. The defendants listed in Appendix B sent used waste oil to the Site.

14. The United States Environmental Protection Agency ("EPA") and the Oklahoma Department of Environmental Quality ("ODEQ") became involved at the Site beginning in the late 1980's because of its contamination with acidic sludges, metals and

other hazardous substances, which originated in the waste oils and waste fuels disposed of there. Some of the contaminants of concern included semi-volatile polycyclic aromatic hydrocarbons ("PAHs"), 1,2-dichloroethane, trichloroethylene ("TCE"), tetrachloroethane, 2-butanone, vinyl chloride, polychlorinated biphenyls ("PCBs"), alkyl benzenes, lead, arsenic and antimony.

15. EPA added the Site to the National Priorities List of contaminated sites in 1989. 56 *Federal Register* § 5600.

16. EPA began a remedial investigation of the Site in 1990, completed a Remedial Investigation/Feasibility Study ("RI/FS") for surface wastes in 1992, and selected a remedy for them under a Record of Decision ("ROD") in that same year, which stated EPA's determination that the Site may have presented imminent and substantial endangerment to public health, welfare, or the environment. The agency completed an RI/FS for groundwater in 1993 and administratively selected a remedy for it under a second ROD in 1994.

17. EPA conducted the remedial work through contractors. The groundwater remediation work included installation of several monitoring wells at the Site and was completed in 1996. Remedial work on surface waste, begun in 1998 and completed in 1999, consisted of the following: asbestos was abated in 9 buildings and 59 tanks at the Site before their demolition; 44,186 cubic yards of contaminated waste materials were neutralized (acids), solidified (mixed with cement), and stabilized (lead) on-site; the waste was disposed off-site at landfills; excavated areas were backfilled, re-graded, and re-vegetated.

STATUTORY PROVISIONS

18. Section 107(a) of CERCLA, 42 U.S.C. § 9607(a), provides, in pertinent part, that:

(2) any person who at the time of disposal of any hazardous substance owned or operated any facility at which such hazardous substances were disposed of,

from which there is a release, or threatened release which causes the incurrence of response costs, of a hazardous substance, shall be liable for—

(A) all costs of removal or remedial action incurred by the United States Government or a State or an Indian tribe not inconsistent with the national contingency plan;

(C) damages for injury to, destruction of, or loss of natural resources, including the reasonable costs of assessing such injury, destruction, or loss resulting from such a release.

19. Title 27A of the Oklahoma Statutes, Section 1-2-101 authorizes the Oklahoma Secretary of the Environment to act on behalf of the public as trustee for natural resources and is authorized to make claims consistent with the federal enabling acts.

20. Section 113(g)(2)(B) of CERCLA, 42 U.S.C. § 9613(g)(2)(B) provides:

... In any such action described in this subsection [an action for recovery of costs under Section 107 of CERCLA], the court shall enter a declaratory judgment on liability for response costs or damages that will be binding on any subsequent action or actions to recover further response costs or damages.

21. The Site is a “facility” within the meaning of Sections 107(a)(2) and 101(9), 42 U.S.C. § 9601(9).

22. The acidic sludges, lead, other heavy metals, xylene, ethylbenzene, TCE and many other contaminants found in the waste oils, waste fuels, and other materials disposed and released at the Site are “hazardous substances” within the meaning of Section 101(14) of CERCLA, 42 U.S.C. § 9601(14). These hazardous substances were disposed of at the Site.

23. At the time of disposal of hazardous substance at the Site, Union Pacific’s merger predecessor, MKT, owned and operated the facility at the Site, within the meaning of Section 101(20)(A) of CERCLA, 42 U.S.C. §9601(20)(A), and Section 107(a)(2) of CERCLA, 42 U.S.C. § 9607(a)(2).

24. The defendants in Appendix A owned and operated the facility at the Site within the meaning of Section 101(2)(A) and 107(a)(1) and (a)(2) of CERCLA, 42 U.S.C. §§ 9601(20)(A) and 9607(a)(1) and (a)(2).

25. The defendants in Appendix B “arranged for disposal or treatment of hazardous substances” they owned or possessed, within the meaning of Section 107(a)(3) of CERCLA, 42 U.S.C. § 9607(a)(3).

26. MKT also “arranged for disposal or treatment of hazardous substances” it owned or possessed, within the meaning of Section 107(a)(3) of CERCLA, 42 U.S.C. § 9607(a)(3).

27. There were “releases” and “threatened releases” of “hazardous substances,” within the meaning of Section 101(22) of CERCLA, 42 U.S.C. § 9601(22), at the Site.

28. In response to these releases and this disposal, the United States Environmental Protection Agency (“EPA”) and the Oklahoma Department of

Environmental Quality (ODEQ), as the official agency of the State of Oklahoma with regard to hazardous substances and Superfund sites, have taken response actions at or in connection with the Site under authority granted in Section 104 of CERCLA, 42 U.S.C. § 9604.

29. As a result of EPA's and the ODEQ's response actions, the United States and the State of Oklahoma have incurred unreimbursed response costs, as defined in Sections 101(25) and 107(a) of CERCLA, 42 U.S.C. §§ 9601(25) and 9607(a).

30. The response costs are not inconsistent with the National Contingency Plan, as set forth in 40 C.F.R. Part 300.

31. The releases of hazardous substances at the Site caused injury to, destruction of, or loss of natural resources, as defined in sections 101(16) and 107(a)(4)(C) of CERCLA, 42 U.S.C. §§ 9601(16) and 9607(a)(4)(C).

FIRST CLAIM FOR RELIEF

32. Plaintiffs incorporate the foregoing allegations by this reference.

33. EPA has spent approximately \$33 million in response costs and accrued interest in connection with the Site.

34. The ODEQ has spent approximately \$1.2 million in response costs at or in connection with the Site.

35. Defendants are liable to Plaintiffs for unreimbursed response costs incurred and to be incurred by them in connection with the Site pursuant to Section 107(a)(1), (a)(2) and (a)(3) of CERCLA, 42 U.S.C. § 9607(a)(1), (a)(2) and (a)(3).

SECOND CLAIM FOR RELIEF

36. Plaintiffs incorporate the foregoing allegations by this reference.
37. The contamination described above has caused damages to natural resources at the Site and costs of natural resource damage assessment.
38. Defendants are liable to Plaintiffs for natural resource damages and assessment costs at the Site pursuant to Section 107(a)(4)(c) of CERCLA, 42 U.S.C. § 9607(a)(4)(c).

PRAYER FOR RELIEF

WHEREFORE, Plaintiffs respectfully pray that this Court:

1. Enter a judgment on behalf of the Plaintiffs against the Defendants for all costs incurred and to be incurred by the United States and the State of Oklahoma for response activities related to the Site, plus interest, pursuant to Section 107 of CERCLA, 42 U.S.C. § 9607; and
2. Grant a declaratory judgment in favor of Plaintiffs against the Defendants for future costs of actions to be taken by Plaintiffs to respond to releases or threatened releases of hazardous substances at the Site, pursuant to Section 113(g)(2) of CERCLA, 42 U.S.C. § 9613(g)(2);
3. Enter a judgment in favor of the United States and the State of Oklahoma for natural resource damages, including the costs incurred and to be incurred in the restoration or replacement of natural resources damaged or destroyed due to the release

of hazardous substances at the Site, pursuant to 42 U.S.C. §9607 and 27A O.S. §1-2-101;
and

4. Grant the United States and the State of Oklahoma such further and other relief as this Court may deem just and appropriate.

Respectfully submitted,



IGNACIA S. MORENO
Assistant Attorney General
Environmental and Natural Resources Division
U.S. Department of Justice



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U.S. Department of Justice
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Ben Franklin Station
Washington, DC 20044
(202) 514-1447

OF COUNSEL

PAMELA TRAVIS
Assistant Regional Counsel (6RC-S)
U.S. Environmental Protection Agency
1445 Ross Avenue
Dallas, TX 75202

FOR THE STATE OF OKLAHOMA on behalf of the Oklahoma Department of
Environmental Quality and the Oklahoma Secretary of the Environment:

A handwritten signature in black ink, appearing to read 'P. Eubanks', is written over a horizontal line.

CLAYTON EUBANKS, OBA # 16648

Assistant Attorney General

Office of the Attorney General

Environmental Protection Unit

313 NE 21st Street

Oklahoma City, Oklahoma 73105

(405) 522-8992

Appendix A to the Plaintiffs First Amended Complaint in *United States v. Union Pacific Railroad Company et al*, Civil Action No: 06-887C (W.D. Okla.)

Cameron L. Kerran

Double Eagle Refining Company

Michael Kerran

Settco, Inc.

Waste Oil Service Company

Appendix B to the Plaintiffs First Amended Complaint in *United States v. Union Pacific Railroad Company et al*, Civil Action No: 06-887C (W.D. Okla.)

Affiliated Foods, Inc.
AGCO Corporation
Air Liquide Electronics U.S., LP
Amarillo Gear Company
American Financial Group
Americold Realty Trust
APAC Kansas, Inc.
Arkema Inc.
AS America, Inc.
ATC Technology Corporation
Atmos Energy Corporation, a successor in interest to TXU Gas Company pursuant to the Agreement and Plan of Merger by and between TXU Gas Company and LSG Acquisition Company dated June 17, 2004 as amended
Aubrey Chevrolet
Autco, Inc.
Automobiles of Italy
Avis Rent A Car System, Inc.
B&M Oil Co., Inc.
Badgett Steam Lubricator Corp.
BAE Systems Resolution Inc. f/k/a Stewart & Stevenson Services, Inc.
Baker Hughes Incorporated
Baldor Electric Company
Balon Corporation
Battison Motors, Inc.
Ben E. Keith Company
Billingsley Ford, Inc.
Billy M. Arnold, Inc.
Board of County Commissioners of the County of Blaine, Oklahoma
Board of County Commissioners of the County of Oklahoma
Bob Maloney Ford-Mercury, Inc.
Bob Moore Auto Group, LLC
Bob Tomes Ford, Inc.
Boeckman Ford, Inc.
Brad Fenton, Inc.
Breedon Dodge, Inc.

Brenntag Southwest, Inc.
Bright Truck Leasing, L.P.
Brown Automotive Group L.P. d/b/a Brown Pontiac GMC Buick
Brown Automotive Group L.P. d/b/a Southwest Honda
Bruckner Truck Sales Inc.
Brunner & Lay Inc.
Cargill, Incorporated
Carco Rentals, Inc.
Cascade Die Casting Group, Inc.
Chapman Construction Co., L.P.
Chris Nikel's Autohaus, Inc.
CIA Machinery, Inc.
City of Ardmore, Oklahoma
City of Broken Arrow, Oklahoma
City of Del City, Oklahoma
City of Denton, Texas
City of Derby, Kansas
City of Euless, Texas
City of Farmers Branch, Texas
City of Hurst, Texas
City of Kingman, Kansas
City of Lubbock, Texas
City of Mesquite, Texas
City of Moore, Oklahoma
City of Muskogee, Oklahoma
City of North Richland Hills, Texas
City of Stillwater, Oklahoma
Clarence L. Boyd, Inc.
Coach USA, Inc. d/b/a Sporrان KBUSCO
Coca-Cola Enterprises Inc.
ConAgra Foods, Inc.
Cox Communications, Inc.
Crash Rescue Equipment Service, Incorporated
Crawford & Bargas, Inc.
CTS Corporation
Cutrell Trucking Company, Inc.
D.H. Blattner & Sons, Inc.

Dalhart Consumers Fuel Association, Inc.
Dallas County Schools
Darling International Inc.
DeFehr Implement Incorporated
Delp, Inc.
Dobrinski Chevrolet Pontiac Buick
Doenges Toyota Ford Lincoln Mercury
Don Davis Auto Group, Inc.
Donohue Holdings, Inc., formerly Big Red Sports/Imports, Inc.
Duit Construction Co., Inc.
Dunn Ford Company
Eagle Imports, L.P. d/b/a John Eagle Honda and John Eagle Lincoln-Mercury, LLP
East Texas Mack Sales L.L.C.
East Tulsa Dodge, Inc.
England Ford, Inc.
Exxon Mobil Corporation
Federal Express Corporation
Flowers Foods, Inc., on behalf of Flowers Frozen Desserts of Stillwell, LLC
Floyd Traylor Motor Co.
Ford Investment Enterprises Corp., Successor-in-Interest to Doenges Bros. Ford, Inc., Jim Nelson Ford, Inc., and Turnpike Ford, Inc.
Fronk Oil Co., Inc.
Frontier Chevrolet, Inc.
Frontier International Trucks, Inc.
Frozen Food Express Industries, Inc.
Gardner Denver, Inc.
GEA Rainey Corporation
Gene Huggins Enterprises, Inc. dba Huggins Mitsubishi
Gene Smith, Inc.
George Nunnally Chevrolet, Inc.
Geotrace Technologies, Inc.
Goddard Ready Mix Concrete, Inc.
Golden Spread Redi-Mix, Inc.
Goodpasture, Ltd.
Graff Chevrolet
Greenleaf Nursery Co.
Griffith Motor Company
GTE Southwest Incorporated (d/b/a Verizon Southwest)

Guardian Industries Corp.
Gulf State Supply LLC
Hagan Tractor Parts, Inc.
Harland McClaskey, as Owner of Harland's Diesel Service, Inc.
Harry Robinson Buick-GMC, Inc.
Harvey's, Inc.
Haskell-Lemon Construction Co.
Heartland Chevrolet, formerly John Gibbs Motor Company, Inc.
Heartland Express, Inc.
Hesselbein Tire Co., Inc.
Hickory Springs Manufacturing Company
Hill Country Chevrolet-Toyota Co.
HJG Trucking Company, Inc.
Hoffmeier, Inc.
Holmes Construction Co., L.P.
Hondura, Inc.
Huffines Dodge Lewisville, Inc.
Hulcher Services, Inc.
Hydro Aluminum North America, Inc.
Independent Foreign Car Repair
Independent School District No. 29 of Cleveland County, Oklahoma
Independent School District No. 52 of Oklahoma County, Oklahoma, also known as the Midwest
City-Del City Public Schools
Industrial Diesel, Inc.
Industrial Vehicles International, Inc.
Ingersoll-Rand Company
Iowa 80 Group, Inc.
J.B. Hunt Transport, Inc.
J.M. Huber Corporation
Jackie Cooper Imports, LLC
Jantz Implement, Inc.
Jensen's Inc.
Jim Norton Buick, Inc.
Johnson's of Kingfisher, Inc.
Jones Motorcars Inc.
Kansas Turnpike Authority
Kennedy Tire & Auto Service, Inc.
Ken's Tire & Auto Service, Inc.

Kent Chevrolet, Cadillac, Inc.
Keystone Chevrolet, Inc.
Keystone Equipment Company, Inc.
Kimberly-Clark Corporation, Successor In Interest to Scott Paper Company
Kingfisher County, Oklahoma
Kwikset Corporation
Lafarge Building Materials Inc.
Lakeside Chevrolet Company, Ltd.
Lamb County Electric Cooperative, Inc.
Lasko Products, Inc.
LB Smith, Inc.
Lift Truck Center, Inc.
Lorenz, Inc.
Lowe's Home Centers, Inc.
Lowry Chevrolet, Inc.
Lufkin Industries, Inc.
Mack Truck Sales of Tulsa, Inc.
Mack Trucks, Inc.
Martin K. Eby Construction Co., Inc.
McCorkle Truck Line, Inc.
McElroy Manufacturing, Inc.
McKee Foods Corporation
McKesson Corporation
McKinney Automotive Limited Partnership
Metzeler Automotive Profile Systems of Oklahoma, Inc.
Mid-Continent Concrete Company, Inc., f/k/a The Hardesty Co., Inc.
Mid-Continent Thermo King, Inc.
Mid-Kansas Cooperative Association
Midwesco Industries, Inc.
Midwest Corporate Aviation, Inc.
Mike Garrett Chevrolet, Inc.
Milo Gordon Inc.
Moritz Partners, L.P.
Muskogee Bridge Co., Inc.
Musser Motors, Inc.
Navistar, Inc.
Nestlé Holdings, Inc.

Newell Rubbermaid Inc.
Nine-Eleven Enterprises, Inc.
Northwest Tire Service Inc.
Oakley Pontiac-Buick, Inc.
Oil States Industries, Inc.
ONEOK, Inc.
Owen R. Thomas, Inc.
Parker Lube, Inc.
Paul Penley Oil Co., Inc.
People's Electric Cooperative
Phoenix Transmission
Plano Independent School District
Preformed Line Products Company
Putnam Lincoln-Mercury, Inc.
Radioshack Corporation
Range Oil Company, Inc.
Reed Beidler
Reher Morrison Racing Engines, Inc.
Republic Services, Inc.
Rick Jones Buick GMC Inc. (f/k/a Rick Jones Pontiac Buick & GMC, Inc.)
Roberts Truck Center of Oklahoma, LLC and H.D. Copeland International Trucks, Inc.
Ron Shirley Pontiac Buick GMC, Inc.
Ruan Logistics Corporation
Safeway Inc.
Sammons BW, Inc.
Sara Lee Corporation
Sasol North America, Inc.
Schwarz Ready Mix Inc.
Scoggin-Dickey Chevrolet-Buick, Inc.
Service Automall, Inc.
Settco, Inc.
Shep Chevrolet Inc.
Shipley Motor Equipment Company
Sinclair Oil Corporation
Six Flags Over Texas, Inc.
Smith Automotive, Inc.
Smith Chevrolet Cadillac Company

Sooner Lift, Inc.
Southern Material Handling Company
Southern Star Central Gas Pipeline, Inc.
Southside Dodge Sales, Inc.
Southwest Auction Co. Inc.
Southwestern Baptist Theological Seminary
Southwestern Petroleum Corporation
Spartan Aviation Industries, Inc.
Spider Webb Farm Implements, Inc.
Stovall Corporation
Stuart Pontiac-Cadillac, Inc.
Suburban Motors, Inc.
Sullivan's Trucking Company, Inc.
Superior Ford, Inc.
Superior Industries International, Inc.
Sysco Denver, Inc., a subsidiary of Sysco Corporation
TDY Industries, Inc.
TEFS Holding L.P.
Terracon Consultants, Inc.
Terry Miller Pontiac Buick GMC Truck, Inc.
Testers, Inc.
Texas Industries, Inc.
The Clorox Company
The Kansas City Southern Railway Company
The Bradbury Co., Inc.
The Lane Construction Corporation
Thomas Cadillac, Inc.
Trane, Inc.
Trinity Industries, Inc.
Trowell & Turner Automotive, Inc.
Trucks for You, Inc.
Tulsa Recycle & Transfer, Inc.
Turner Bros., LLC
United Industries Corporation, a Delaware Corporation d/b/a Spectrum Brands, d/b/a Chemisco, Inc., f/k/a Chemisco, Inc.
U.S. Foodservice, Inc.
United Rentals, Inc.
United Technologies Corporation and its subsidiary, Carrier Corporation

W&W Steel Company / W&W Steel, LLC
Wagner Buick, Inc.
Walz, Harman & Huffman Construction, Inc.
Warren Power & Machinery, Inc.
Waste Management of Arkansas, Inc.
Waste Management of Oklahoma, Inc.
Waste Oil Service Company
Waukesha Pearce Industries, Inc.
Wayne Eidson Chevrolet-Oldsmobile-Buick-Pontiac, Inc.
Webb Wheel Products, Inc.
Western Auto Supply Company
Western Technology Center
Weyerhaeuser Company
Wilmes Superstore, Inc.
Wilson Chevrolet, Inc.
WNA Cups Illustrated, Inc.
Wood Motor Company, Inc.
Yellowhouse Machinery Co.